The Fifth Estate

RADIO TELEVISION CABLE SATELLITE

# Broadcasting Jan 29


## LATE-NIGHT MAYHEM ENGULFS 77% OF THE COUNTRY.

Production confirmed for Fall '90

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59th Year 1990

**Fox petitions to open fin-syn landrush**


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Vol. 118 No. 5

# Broadcasting Jan 29

## Fin-syn debate heats up...

Fox ignites fin-syn battle by asking FCC to relax rules and grant it waiver. **PAGE 19.**

## ABC gains on NBC in some ratings...

While NBC continues to win prime time household ratings race, ABC challenges it for top spot in key demographic categories. **PAGE 19.**

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Radio Advertising Bureau's 10th annual Managing Sales Conference focuses on radio's strengths and positioning it in marketplace. **PAGE 30.**

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In sharply worded speech, National Cable Television President James Mooney launches counteroffensive against broadcasting industry's anti-cable efforts.

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FCC Chairman Alfred Sikes orders proceeding to toughen commission's character qualifications for broadcast licensees.

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Three major broadcast networks will rely less on long-form maxi-series and more on specials, theatricals and two- or three-part mini-series for February sweeps.

**ABC's 'The Kennedys of Massachusetts' begins Feb. 18**

25/ **TCI TAX CONSIDERATIONS**
Not only regulatory and stock market concerns, but also tax considerations, will affect Tele-Communication Inc.'s proposed multi-billion restructuring and spinoff.

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Petry Television's analysis of Nielsen's November ratings shows *Geraldo* falling in early fringe in November and *Oprah* and *Jeopardy!* holding top two places.

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Some syndicators take issue with narrow scheduling window between INTV and NATPE shows.

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Local and national news organizations jump on story of

**Mayor Marion Barry (l), with his wife, Effie, on WUSA(TV) Washington**

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Janice Obuchowski, head of National Telecommunications and Information Administration, is taking world view.

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71/ **LANDING IN PARADISE**
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# BY THE NUMBERS 1

NBC was first in the prime time household race for Week 18 (ended Jan. 21). However, ABC was first in key demographics, among both men and women 18-49. In the household race the standings were: NBC, 14.6/23; ABC, 13.5/21, and CBS, 12.8/20. Among women 18-49, ABC led with an average 10.4 rating, one point ahead of NBC's 9.4. CBS trailed with a 7.9. Among men 18-49, the standings were: ABC, 7.6; NBC, 7.1, and CBS, 6.0.

Season to date, NBC continues to lead the household race by almost two rating points, with an average 14.8/25. ABC follows with a 13/22, and CBS is third with a 12.3/20. NBC also is ahead with women 18-49 season to date, with an average 9.6 rating, followed by ABC's 8.9, and CBS's 7.4. Among men 18-49, NBC and ABC are tied season to date, with an average 7.7. CBS follows with a 5.6.

Fox's new midseason animated *Simpsons* (pictured), airing Sundays, 8:30 p.m., continued to pull

*"By the Numbers" continues on page 9*

## RATINGS ROUNDUP

Week 18 ◻ Jan. 15–Jan. 21

| Rank/rating | ◻ | Network | ◻ | Show |
|---|---|---|---|---|
| 1 | ▲ | 24.7/37 | N | *Cheers* |
| 2 | | 23.4/36 | N | *Cosby Show* |
| 2 | ▼ | 23.4/36 | N | *Roseanne* |
| 4 | ▲ | 22.7/36 | C | *60 Minutes* |
| 5 | ■ | 21.6/32 | N | *Grand* |
| 6 | ▼ | 20.8/32 | N | *A Different World* |
| 7 | | 20.5/29 | C | *Murder, She Wrote* |
| 8 | ▲ | 20.0/30 | C | *Sun. Movie: The Operation* |
| 9 | ▲ | 19.9/30 | A | *Wonder Years* |
| 10 | ▲ | 18.4/30 | N | *Unsolved Mysteries* |
| 11 | ▲ | 18.0/27 | A | *Am. Funniest Home Videos* |
| 12 | ▲ | 18.5/28 | A | *Coach* |
| 13 | | 18.4/31 | N | *L.A. Law* |
| 13 | ▼ | 18.4/28 | A | *Who's the Boss?* |
| 15 | ▼ | 17.9/30 | N | *Golden Girls* |
| 16 | ▲ | 17.6/27 | N | *Macnet* |
| 17 | | 17.5/27 | N | *In the Heat of the Night* |
| 18 | ▲ | 17.2/29 | A | *Full House* |
| 19 | ▼ | 16.7/25 | C | *Designing Women* |
| 20 | ▼ | 16.6/28 | A | *Empty Nest* |
| 21 | ▲ | 16.0/27 | A | *Family Matters* |
| 22 | ▲ | 15.9/25 | A | *Growing Pains* |
| 23 | ▼ | 15.6/21 | N | *Sun. Movie: Perry Mason* |
| 24 | ▲ | 15.7/25 | A | *Sun. Movie: Unspeakable Acts* |
| 25 | ▼ | 15.4/26 | C | *Murphy Brown* |
| 26 | ▼ | 15.3/23 | N | *Night Court* |
| 27 | ▼ | 15.1/21 | C | *Newhart* |
| 28 | ▲ | 14.9/21 | F | *The Simpsons* |
| 29 | ▼ | 14.7/26 | A | *20/20* |
| 30 | ▼ | 14.6/23 | N | *The Hogan Family* |
| 31 | | 14.7/31 | F | *Married... With Children* |
| 32 | ▼ | 14.3/22 | A | *Head of the Class* |
| 33 | ▼ | 14.1/22 | N | *Dear John* |
| 33 | ▼ | 14.1/22 | C | *Jake and the Fatman* |
| 35 | ▲ | 14.1/23 | C | *Knots Landing* |
| 36 | ▼ | 13.9/21 | A | *Doogie Howser, M.D.* |
| 37 | ▲ | 13.9/23 | A | *Just the Ten of Us* |
| 38 | ▲ | 13.9/21 | A | *MacGyver* |
| 39 | ▲ | 13.9/23 | A | *Perfect Strangers* |
| 40 | ▲ | 13.8/24 | A | *Harrywandking* |
| 41 | ▼ | 13.7/21 | N | *ALF* |
| 42 | | 13.7/24 | N | *Midnight Caller* |
| 43 | | 13.6/19 | A | *Bill Hicks Special* |
| 44 | ▼ | 13.5/21 | C | *Major Dad* |
| 45 | ▲ | 13.1/23 | A | *ABC Mystery Movie: Columbo* |
| 46 | ▼ | 13.0/21 | C | *Dallas* |
| 47 | | 12.9/22 | N | *Ann Jillian Special* |
| 47 | ▼ | 12.9/22 | N | *227* |
| 49 | ▼ | 12.8/20 | N | *Mon. Movie: Rag Bears* |
| 50 | | 12.6/21 | N | *Pol. Movie: Murder in Peyton* |
| 51 | △ | 12.5/18 | A | *Sun. Movie: Lifeguard* |
| 52 | ▼ | 12.0/20 | C | *Dynasty* |
| 53 | ▼ | 11.7/21 | A | *Roseanne* |
| 54 | ▲ | 11.5/19 | C | *48 Hours* |
| 55 | ▼ | 11.5/17 | A | *Roseanne* |
| 56 | ▼ | 11.0/17 | A | *Father Dowling Mysteries* |
| 57 | ▼ | 10.9/17 | A | *Anything But Love* |
| 58 | ▼ | 10.8/20 | C | *Wiseguy* |
| 59 | ▼ | 10.5/19 | A | *China Beach* |
| 60 | ▲ | 10.4/19 | C | *Falcon Crest* |
| 61 | ▼ | 10.1/19 | F | *Quantum Leap* |
| 62 | ▼ | 10.1/17 | N | *True Blue* |
| 63 | ▲ | 10.1/15 | A | *Young Riders* |
| 64 | ▲ | 9.9/14 | F | *America's Most Wanted* |
| 64 | ▲ | 9.9/16 | A | *Life Goes On* |
| 66 | ▲ | 9.7/17 | C | *Paradise* |
| 67 | ▼ | 9.6/14 | C | *Kommer Teddy Z* |
| 68 | ▼ | 9.2/15 | C | *Murder: Someone to Watch* |
| 69 | ▼ | 9.2/16 | C | *Island Son* |
| 69 | ▼ | 9.2/15 | C | *Mun. Movie: Lassie Comes* |
| 69 | ▲ | 9.1/18 | A | *Principles Law* |
| 72 | ▼ | 8.9/14 | C | *Beauty & the Beast* |
| 73 | ▲ | 8.8/15 | F | *Cops* |
| 73 | ▼ | 8.8/16 | N | *Magical World of Disney* |
| 75 | ▲ | 8.4/14 | F | *County Hidden Video* |
| 76 | ▼ | 8.2/13 | C | *Sat. Night With Connie Chung* |
| 77 | ▼ | 8.1/14 | A | *Wonder Years* |
| 77 | ▲ | 8.1/15 | F | *Cops 2* |
| 79 | ▼ | 7.9/13 | A | *Time of Your Life* |
| 80 | ▼ | 7.8/13 | A | *Doctor, Doctor* |
| 81 | | 7.8/15 | N | *Sable Scott* |
| 82 | ▼ | 7.6/13 | C | *Top of the Hill* |
| 83 | ▼ | 7.5/13 | A | *Step by Step* |
| 84 | ▼ | 7.4/13 | F | *Rude, Rude, Rude* |
| 85 | ▼ | 7.3/13 | A | *Alien Nation* |
| 86 | ▼ | 7.2/13 | A | *Sunday* |
| 87 | ▼ | 7.1/13 | A | *Roseanne* |
| 88 | ▼ | 6.9/13 | F | *Rude, Rude, Rude 2* |
| 89 | ▼ | 6.8/13 | A | *Alien Nation* |
| 90 | ▼ | 6.7/13 | A | *Sunday* |
| 91 | ▼ | 6.6/13 | A | *Roseanne* |

## FREEZE FRAMES: Syndication Scorecard *

Week ended Jan. 14

| Rank | Program (Syndicator) | Rtg | Stns | Covg |
|---|---|---|---|---|
| 1 | Wheel of Fortune, syn. (King World) | 15.9 | 228 | 99 |
| 2 | Jeopardy* (King World) | 13.7 | 216 | 98 |
| 3 | Cosby Show (Viacom) | 10.6 | 203 | 98 |
| 4 | Star Trek: Next Generation (Paramount) | 10.5 | 234 | 97 |
| 5 | Wheel of Fortune, wknd. (King World) | 10.0 | 204 | 92 |
| 6 | Oprah Winfrey Show (King World) | 9.6 | 215 | 99 |
| 7 | Current Affair (20th Century Fox TV) | 9.3 | 187 | 96 |
| 8 | Entertainment Tonight (TPE) | 8.7 | 165 | 95 |
| 9 | Star Search (TPE) | 6.6 | 154 | 95 |
| 10 | Donahue (Multimedia) | 6.5 | 225 | 99 |
| 11 | Family Feud 2 (FBS) | 6.2 | 128 | 84 |
| 12 | Geraldo (Paramount) | 6.1 | 197 | 99 |
| 13 | Inside Edition (Kush World) | 5.8 | 104 | 82 |
| 14 | Chip 'N Dale (Buena Vista Television) | 5.6 | 171 | 96 |
| 14 | Peoples Court (Warner Bros. Domestic TV) | 5.6 | 169 | 90 |

The following shows were rated, but not ranked

| | | | |
|---|---|---|---|
| Wrestling Network | 7.1 | 169 | 92 |
| World Wrestling Federation (WWF) | 9.4 | 242 | 97 |

* Nielsen weekly pocketpiece

Source: Nielsen and Broadcasting's own research

# Summary of Broadcasting & Cable

BROADCASTING

| SERVICE | ON AIR | CPs [1] | TOTAL * |
|---|---|---|---|
| Commercial AM | 4,822 | 367 | 5,228 |
| Commercial FM | 4,991 | 779 | 5,830 |
| Educational FM | 1,414 | 381 | 1,875 |
| # Total Radio | 10,691 | 1,397 | 11,933 |
| Commercial VHF TV | 549 | 21 | 669 |
| Commercial UHF TV | 549 | 190 | 739 |
| Educational VHF TV | 123 | 5 | 128 |
| Educational UHF TV | 225 | 20 | 249 |
| # Total TV | 1,439 | 240 | 1,684 |
| VHF LPTV | 289 | 39 | 328 |
| UHF LPTV | 228 | 1,089 | 1,317 |
| # Total LPTV | 804 | 1,713 | 2,517 |
| FM translators | 1,787 | 310 | 2,197 |
| VHF translators | 2,717 | 122 | 2,839 |
| UHF translators | 2,178 | 427 | 2,605 |

CABLE†

| | |
|---|---|
| Total subscribers | 48,667,000 |
| Homes passed | 75,000,000 |
| Total systems | 8,000 |
| Household penetration† | 53.4% |
| Pay cable penetration | 28.4% |

* Includes off-air licenses. † Penetration percentages are of TV household universe of 90.4 million. [1] Construction permit. [2] Instructional TV fixed service. [3] Studio-transmitter link. Source: Nielsen and Broadcasting's own research.

*"By the Numbers" continued from page 8*

solid numbers. Its second week out, the show ranked second in its time period (beaten only by the second half-hour of *Murder, She Wrote*) and came in 29th overall with a 14.9/21.

In its first week out, NBC's midseason comedy, *Grand*, from Carsey-Werner Productions, fared well, finishing fifth in household delivery for the week with an average 21.6/33. The show debuted on Thursday at 9:30 p.m., following the number-one show of the week, *Cheers*, which averaged a 24.7/37.

# MarketScope

Media stocks declined last week, again mostly on market-wide concerns, but a few on their own. Particularly hard hit were stocks connected to the debt markets, including highly leveraged companies and "deal" stocks. LIN Broadcasting for instance, dropped below $100 last Wednesday before closing at 105½, off 7% from a week ago. Also hard hit were MSO stocks, many of them giving up gains from last week following the Tele-Communications Inc. spin-off announcement (see "Top of the Week"). Among the losers was Adelphia, off 12.5%, and Cablevision Systems Inc., down 18% from two weeks ago, and subject of growing "short interest." American Television & Communications continues to hold up reasonably well, in part perhaps because of the stock's reinstatement on Oppenheimer & Co.'s recommended list. Most group owner/-publishers were off slightly while McGraw-Hill, apparently on intermittent rumors, was flat and one of the most active options issues two weeks ago. Outlet Communications, a "deal stock" fell to 19, a 52-week low, which one market source also attributed to competition in the Providence, R.I., market. Also hitting a 52-week low was Westwood One, the subject of a negative article in *Forbes* criticizing the company's accounting policy. Cable programers, equipment and studio stocks were also off.

**Stock Index Notes:** T-Toronto, A-American, N-NYSE, O-NASDAQ. Bid prices and common A stock used unless otherwise noted. P/E ratios are based on earnings per share for the previous 12 months as published by Standard & Poor's or as obtained by Broadcasting's own research.

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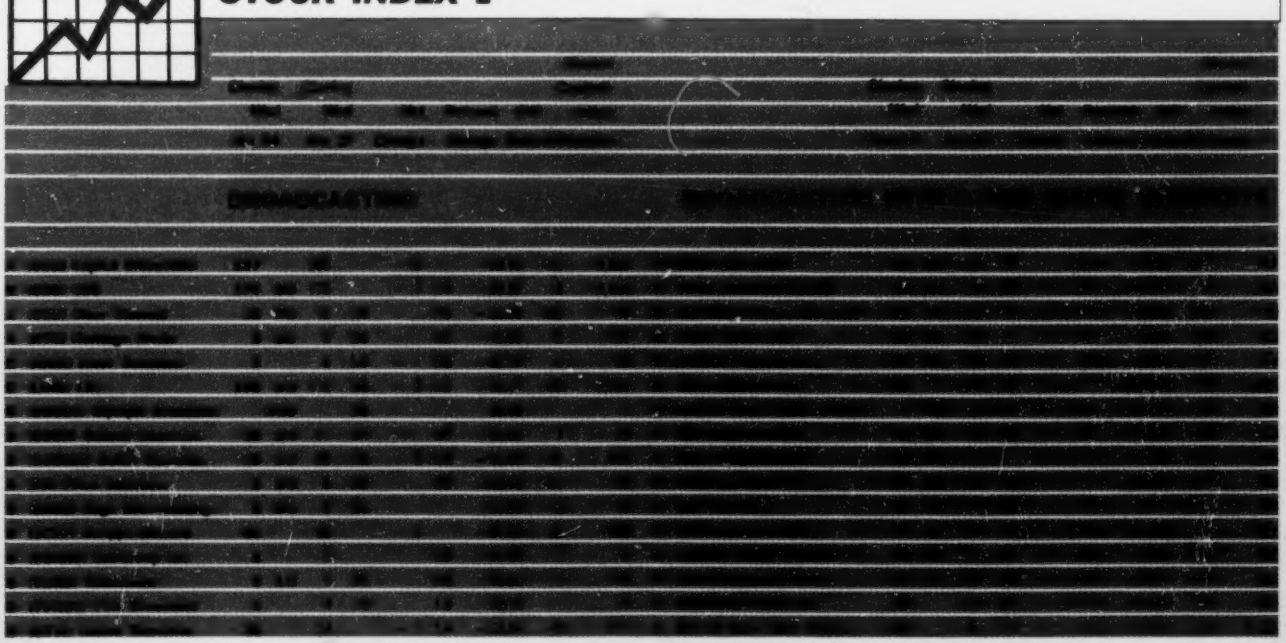

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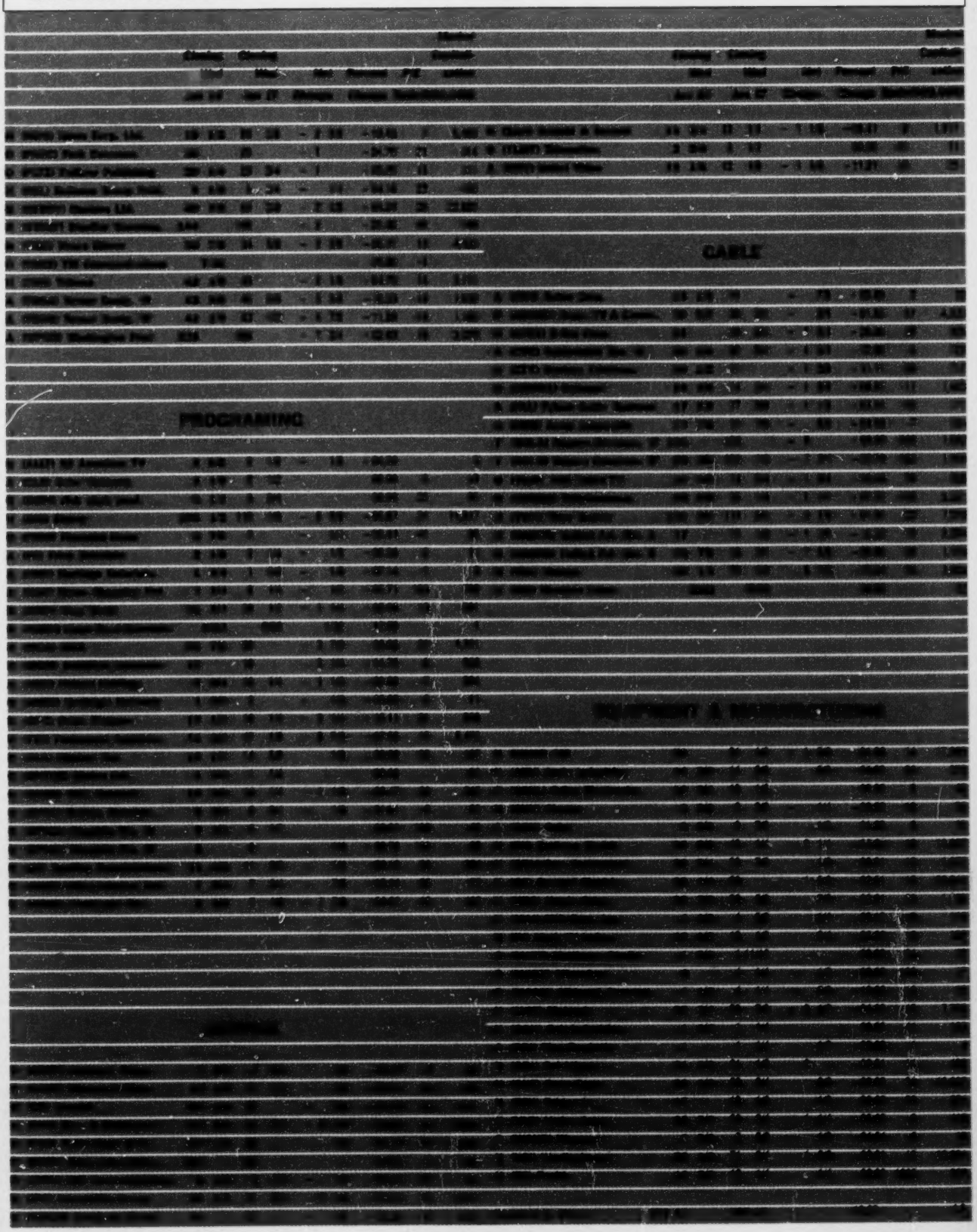

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Founded 1931. *Broadcasting-Telecasting** introduced in 1946. *Television** acquired in 1961. *Cablecasting** introduced in 1972 □ * Reg U.S. Patent Office. □


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## Arbitron data

Arbitron is introducing "Lifestyle Target AID," a new PC application which combines Arbitron's AID database with PRIZM (Potential Rating Index by ZIP code Markets) Clusters, computer-generated data that categorize demographics by ZIP code to predict eating, drinking and television viewing habits.

"Lifestyle" breaks out audience data according to 40 different PRIZM Clusters, or 12 social groups. PRIZM utilizes statistical techniques to define neighborhood or community groupings exhibiting similar and predictable behavior patterns toward products, services, media and promotions, and to locate similar communities throughout the country. These are then arranged into social groups and refined into more precise clusters so that TV stations can target to the larger community as well as on the neighborhood level.

The 12 social groups range from "educated, affluent executives and professionals in elite metro suburbs" to "mixed, unskilled, service and labor in aging, urban row and highrise areas." Clusters fall into such categories as "Blue Blood Estates," "God's Country," and "Downtown Dixie Style."

panel said the medium should see continued growth in the decade to come.

Potash expects radio to gain from the newspaper industry's current advertising and circulation woes. Reasons for radio's success where newspapers may have failed, according to the RAB president, is that radio is more flexible, cost-efficient and more localized to serve the advertiser.

Goldberg also expressed optimism, citing a growth rate of 8.7% annually for the last seven years, which he says was fueled by local advertising. Not every market prospered, however: Goldberg named Denver, Boston and Minneapolis as markets that had down years.

The radio network business, according to Robinson, has come through a decade which saw fragmentation and then consolidation. The Unistar CEO described both 1980 and 1989 as years which saw the business dominated by a few players. However, the difference, he said, is that during the 1980's, business grew from $156 million to $425 million and the players changed from ABC, CBS and NBC to ABC, Westwood One, Unistar and CBS.

No new ideas emerged for bringing back AM. Panelists debated whether the medium needed new technology, new programing or a new way to reach advertisers, without reaching any conclusions. —JF


*December, 1989*

**COSMOS BROADCASTING CORPORATION**

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*to*

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# Daniels promotes cable's contribution to the economy

Cable television will account for more than $24 billion of the gross national product this year, including providing 561,000 jobs and $18.2 billion in income, according to a study by Bortz & Co. commissioned by Bill Daniels.

The study said that industry revenues continue to increase 10% annually, spread across the country. "Both direct and indirect cable employment is concentrated overwhelmingly at the local level, generating positive economic impacts through the 9,000 individual systems serving communities across the nation," Daniels said. Cable also has contributed $5.5 billion to charities over the past decade.

Daniels included the results of the study in letters to federal officials. "Before you endorse a course of action that would adversely impact the cable industry, and more importantly, the American public," he wrote, "please consider this industry's positive impact on our economy."

The study estimated that cable revenue will hit $17.3 billion in 1990, providing direct employment for 101,400 people. Total employe income will hit $2.8 billion this year. Industry operating expenses will hit $9.8 billion in 1990, leaving operating cash flow at $7.4 billion.

Cable suppliers will add 69,000 jobs, generating $2.4 billion in income. Overall, the study said, 14,000 direct new jobs have been added since the 1988 impact study and 24,000 since 1986.

In other overview statistics, the report states that 89% of subscribers receive 30 or more channels, including 20.6% who are getting 54 or more. Only 8.8% received between 20 and 29, while 2.7% get 19 or fewer channels. Four years ago, the number receiving more than 30 channels was less than 67%.

There are now 114 cable services, 86 national and 28 regional. Basic cable, superstations and pay cable account for more than 40% of the viewing in cable homes, the study said.

In programing costs, the study estimates that basic cable networks will spend $1.3

## Media by media:

Revenue in billions of dollars

| *Category* | *1980* | *1988* | *% chg* |
|---|---|---|---|
| **Cable** | $2.9 | $13.7 | 21.4% |
| **Telephone** | $61.2 | $138.4 | 10.7% |
| **Newspapers** | $18.0 | $33.4 | 8.0% |
| **Periodicals** | $9.0 | $18.0 | 9.1% |
| **Broadcast TV** | | | |
| **Network** | $5.1 | $9.4 | 7.9% |
| **Natl/reg** | $3.3 | $7.2 | 10.2% |
| **Local** | $3.0 | $7.4 | 11.9% |
| **Radio** | $3.7 | $7.7 | 9.6% |
| **Theatrical** | $2.7 | $4.4 | 6.3% |
| **Home video** | $0.4 | $8.1 | 53.7% |

billion in 1990, excluding $210 million in copyright payments. The pay networks will spend $1.18 billion, while PPV will account for $110 million. Overall, the study estimates that between $1.6 billion and $1.7 billion will flow to motion picture studios and other producers and between $500 million and $600 million to sports rights holders. **-MS**

# New round in Arbitron-Birmingham dispute

In what seems to be a case of perpetual motion, Arbitron Ratings Co. has filed suit in the United States District Court for the Southern District of New York against Times Mirror-owned NBC affiliate WVTM-TV Birmingham, Ala. Arbitron said the dispute between the ratings service and the station is a financial one, involving the payment of a $129,000 bill for services rendered from Aug. 1, 1986, through Jan. 1, 1988. Times Mirror council Jeff Smith said, however, that WVTM-TV stopped paying for the service because it felt Arbitron was not publishing the Birmingham market in accordance with its own methodology.

The dispute has its root in 1985 when independent station WDBB asked Arbitron to be included in the Birmingham book, which is the 47th ranked ADI market, rather than the 185th ranked Tuscaloosa market. Arbitron, according to WDBB President David DuBose, gave permission for the switch and then changed its mind. DuBose told BROADCASTING that Arbitron told WDBB that it could get into the Birmingham books if it agreed to combine its viewership with WNAL-TV Birmingham (Gadsden), Alabama. Since WDBB pays WNAL-TV to carry much of WDBB's programing, it agreed to the listing. However, the station ended up being included in only four Arbitron books from May 1986 through February 1987. DuBose says that Arbitron was being pressured by other stations in the market to back out of the agreement, and when Arbitron did so, the two stations took the ratings service to court and won.

Last April, a federal jury found Arbitron had committed fraud and breach of contract in connection with an agreement involving the two stations and ordered the ratings service to pay them $5.5 million (BROADCASTING, April 24, 1989). WDBB is now in the Nielsen book and is not using the Arbitron service.

WVTM-TV got involved in 1986 when it canceled its contract with Arbitron after WDBB was initially put in the Birmingham book.

WDBB is also in the process of trying to transfer its city of license from Tuscaloosa to Bessemar, Ala., which is within the Birmingham ADI. CBS affiliate WBMG(TV), DuBose said, has filed a petition to deny the transfer. Earlier, WDBB filed suit against WBMG in the circuit court of Jefferson County, Ala., alleging that the CBS affiliate coerced Arbitron to drop WDBB.

Arbitron, DuBose said, will list WDBB if the FCC approves the license transfer. □

## Bottom Line

**Suit settlement.** Qintex Entertainment Inc. said it has reached settlement with MCA Television ending litigation regarding Qintex's distribution of *The New Leave it to Beaver, McHale's Navy* and *Leave it to Beaver*. Failure of Qintex to make payment to MCA precipitated former company's filing for protection under Chapter 11 bankruptcy on Oct. 19, 1989. Company still has several weeks under which it has exclusive right to file reorganization plan, said spokesman. Announcement last week said that under agreement, "MCA will assume responsibility for future programing sales, and proceeds from current receivables will be allocated between the two companies." Bankruptcy court, Qintex said, has approved settlement.

□

**Expensive playthings.** MCA said it has decided to sell LJN Toys subsidiary and would record after-tax "loss from discontinued operations" of roughly $53 million. Company said that amount includes $30 million after-tax provision "related to the future sale of LJN," and division's expected operating loss for 1989. MCA completed acquisition of toy manufacturer in mid-1985. During both 1987 and 1988, toy products division lost over $30 million.

□

**Rep mutation.** Marvin Roslin, president of Roslin Radio Sales, announced formation of new television sales company to be located in New York. Said Roslin: "Many leaders in the television industry have come to the conclusion their stations should draw upon the experience and expertise of successful radio station representatives. Television...should be employing radio's target market and merchandising skills." Roslin said many "newer independent" TV stations have already sought help from company.

□

**Movable feast.** Negotiators for NBC and the National Association of Broadcast Employes and Technicians continued their respective contract proposals to replace the current labor agreement which expires March 31. Additional negotiations are scheduled in early February for Orlando, Fla., and in mid-March in New York.

□

**Leveraged delivery.** Falcon Cable Systems Co. said majority of limited-partnership unit holders agreed to amend partnership agreement. Amendment will allow increase of debt limitation from 40% "of the greater of the cost of all partnership assets or the fair market value of all partnership assets," to 65% of same. Company said amendment will allow MSO to continue to pay quarterly cash distributions to unit holders through Dec. 31, 1992.

□

**Just one of those things.** Ammirati & Puris, which was sold to Omnicom in 1987, said it completed repurchase of its stock from latter advertising agency for undisclosed sum.

□

**On the road again.** Brooksfilms is near completion of road show for initial public offering of 1.5 million units, each unit consisting of one share of common stock and one warrant to purchase one-third share of common. "Red herring" document suggests offering price of $9-to-$11 per unit. Company, currently 95%-owned by Mel Brooks, would, after offering and assuming exercise of warrants, still be 60%-owned by comedian-director-producer. Company's only long-running series is *Get Smart*, in which it still has 15% participation interest in series's net profit and still receives $250 per-run per-market royalty. Prospectus said Brooksfilms "expects to augment its staff to expand its activities in the development of television programing and to develop, both on its own and in conjunction with foreign television suppliers and users of product, additional television properties for distribution throughout the world." In fiscal 1989, ending Feb. 28, company had revenue of $6.5 million, income from operations of $112,000 and net income of $323,000, or 11 cents per share.

□

**New shelf.** Comcast Corp. said it filed shelf registration with Securities and Exchange Commission for $300 million of senior debentures, senior subordinate debentures and subordinated debentures, some of which may be convertible into company's class A special common stock or class A common stock. Philadelphia-based MSO said it also filed shelf registration for $100 million, representing both types of class A stock.